

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
:   
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
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Debtors. : (Jointly Administered)  
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**ORDER PURSUANT TO 11 U.S.C. § 365(d)(4) FURTHER EXTENDING  
DEADLINE TO ASSUME OR REJECT UNEXPIRED  
LEASES OF NONRESIDENTIAL REAL PROPERTY**

("THIRD 365(d)(4) DEADLINE EXTENSION ORDER")

Upon the motion, dated July 27, 2007 (the "Motion") (Docket No. \_\_\_\_), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 365(d)(4) further extending the deadline for the Debtors to assume or reject unexpired leases of nonresidential real property; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED.
2. The date by which the Debtors must assume or reject any and all unexpired leases of nonresidential real property (the "Real Property Leases"), is extended to and

including the earlier of the date when a plan of reorganization in these chapter 11 cases is confirmed and February 29, 2008.

3. The entry of this Order is without prejudice to (a) the Debtors' right to seek from this Court further extensions of the assumption and rejection deadline with respect to any or all of their Real Property Leases and (b) the right of any party to any Real Property Lease to seek from this Court a shortening of the deadline with respect to such Real Property Lease for cause shown.

4. Notwithstanding anything contained in this Order, provided that the Debtors file a subsequent motion to extend the section 365(d)(4) deadline in time to be heard before the expiration of the applicable section 365(d)(4) deadline for a particular lease, the deadline to assume or reject that lease will be automatically extended until the later of (a) the date set forth in any subsequent order, (b) three business days after the Court rules on the subsequent motion, and (c) February 29, 2008.

5. This Court retains jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
August \_\_\_, 2007

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UNITED STATES BANKRUPTCY JUDGE